

RECORDATION NO. 9843-D FILED

VIA UPS SECOND DAY AIR

MAR 30 '04 2-36 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

March 23, 2004

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318-7575
Fax 847 318-7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Bill of Sale - Terminating Lease Agreement dated July 15, 1978, between Wells Fargo Bank, N.A., Owner Trustee, as assignee in interest to Exchange National Bank of Chicago and General Electric Railcar Services, successor in interest to Diamond Shamrock Corporation, Lessee.

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(b) are four certified copies of a Bill of Sale, dated March 16, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents covered under the above-referenced agreements. The primary document to which this is connected was duly filed with the Interstate Commission under Recordation Number 9843.

The names and addresses of the parties to the enclosed document are:

Buyer:	First Union Rail Corporation	Seller:	Wells Fargo Bank Northwest, N.A.
	One O'Hare Center		299 South Main Street, 12 th Floor
	6250 River Road, Suite 5000		Salt Lake City, UT 84111
	Rosemont, IL 60018		

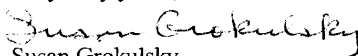
A description of the railroad equipment covered by the enclosed document is ninety-six (96) 100-ton, roller bearing, 5250 cu. ft. hopper cars, equipped with 20" hatches, RUSX 12101 - 12200 (non-inclusive), formerly marked DAX 2101-2200 (non-inclusive).

A short summary of the document to appear in the index follows: Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return three (3) stamped copies of enclosed document to me at the address above.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulskey
Manager of Documentation

Enclosures

(GE007)

RECORDATION NO.

9843-D FILED

BILL OF SALE

MAR 30 '04

2-36 PM

KNOW ALL MEN BY THESE PRESENTS:

SURFACE TRANSPORTATION BOARD

THAT WELLS FARGO BANK NORTHWEST, N.A., successor in interest to FIRST SECURITY BANK, N.A., not in its individual capacity, but solely as owner trustee ("Seller"), is the owner of legal title to those certain railcars described on Exhibit A hereto ("Cars"), with power to convey such legal title to said Cars.

THAT, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does this March 16, 2004, grant, convey, transfer, bargain and sell, deliver and set over unto FIRST UNION RAIL CORPORATION, the owner of the beneficial interest in such Cars ("Buyer"), whose address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, IL 60018, and unto its successors and assigns, all of Seller's right, title, and interest in and to the above-described Cars, free and clear of all liens, claims and encumbrances arising by or through the Seller.

THAT THE CARS CONVEYED HEREBY ARE BEING SOLD "AS IS", "WHERE IS" WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND AS TO THE CONDITION OF THE CARS OR THEIR MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED (EXCEPT AS EXPRESSLY MADE HEREIN WITH RESPECT TO TITLE AND ABSENCE OF LIENS).

Buyer shall be responsible for any personal property, rental, use or sales tax or similar levies assessed in connection with the sale of the above-described Cars.

THIS Bill of Sale shall be governed by the laws of the State of New York, exclusive of any choice of law rule of that or any other jurisdiction which would cause any matter to be referred to the law of any jurisdiction other than New York.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name this 16 day of March, 2004.

WELLS FARGO BANK NORTHWEST, N.A., not in its
Individual capacity, but solely as owner trustee

By: Brett R. King

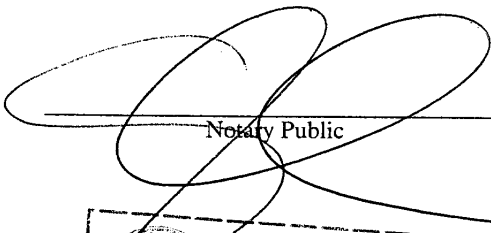
Name: Brett R. King

Title: Vice President

STATE OF UTAH
COUNTY OF SALT LAKE

I, Elizabeth A. Durfee, a Notary Public of the County and State aforesaid, certify that
Brett R. King personally appeared before me this day and acknowledged his/her due execution of the
foregoing Bill of Sale.

WITNESS my hand and official stamp or seal, this 16th day of March, 2004.



Notary Public

My Commission Expires:

(Notary Public)

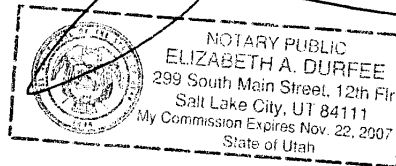


EXHIBIT A
To
Bill of Sale

NUMBER OF CARS: Ninety-six (96)

DESCRIPTION OF CARS: 100-ton, Roller Bearing 5250 c.f. hopper cars, equipped with
20" hatches, and pneumatic outlets, built to Specification, No.
SCL-CF-SS2

CAR NUMBERS: See below:

1	RUSX	12101	33	RUSX	12135	65	RUSX	12169
2	RUSX	12102	34	RUSX	12136	66	RUSX	12170
3	RUSX	12103	35	RUSX	12137	67	RUSX	12171
4	RUSX	12104	36	RUSX	12138	68	RUSX	12172
5	RUSX	12105	37	RUSX	12139	69	RUSX	12173
6	RUSX	12106	38	RUSX	12140	70	RUSX	12174
7	RUSX	12107	39	RUSX	12141	71	RUSX	12175
8	RUSX	12108	40	RUSX	12142	72	RUSX	12176
9	RUSX	12109	41	RUSX	12144	73	RUSX	12177
10	RUSX	12110	42	RUSX	12145	74	RUSX	12178
11	RUSX	12111	43	RUSX	12146	75	RUSX	12179
12	RUSX	12112	44	RUSX	12147	76	RUSX	12180
13	RUSX	12113	45	RUSX	12148	77	RUSX	12181
14	RUSX	12114	46	RUSX	12149	78	RUSX	12182
15	RUSX	12115	47	RUSX	12150	79	RUSX	12183
16	RUSX	12116	48	RUSX	12151	80	RUSX	12184
17	RUSX	12117	49	RUSX	12152	81	RUSX	12185
18	RUSX	12118	50	RUSX	12153	82	RUSX	12186
19	RUSX	12119	51	RUSX	12154	83	RUSX	12187
20	RUSX	12120	52	RUSX	12155	84	RUSX	12188
21	RUSX	12121	53	RUSX	12156	85	RUSX	12189
22	RUSX	12122	54	RUSX	12158	86	RUSX	12190
23	RUSX	12123	55	RUSX	12159	87	RUSX	12191
24	RUSX	12124	56	RUSX	12160	88	RUSX	12192
25	RUSX	12126	57	RUSX	12161	89	RUSX	12193
26	RUSX	12127	58	RUSX	12162	90	RUSX	12194
27	RUSX	12128	59	RUSX	12163	91	RUSX	12195
28	RUSX	12129	60	RUSX	12164	92	RUSX	12196
29	RUSX	12130	61	RUSX	12165	93	RUSX	12197
30	RUSX	12131	62	RUSX	12166	94	RUSX	12198
31	RUSX	12132	63	RUSX	12167	95	RUSX	12199
32	RUSX	12133	64	RUSX	12168	96	RUSX	12200

Cars formerly marked DAX 2101-2200, non-inclusive.

STATE OF ILLINOIS)

) SS

COUNTY OF COOK)

CERTIFICATION OF RECORDS

I, Georgia Freiburger, certify that I am the custodian of records for First Union Rail Corporation and that I have examined the attached copies of the Bill of Sale dated as of March 16, 2004, between Wells Fargo Bank Northwest, N.A., Trustee, and First Union Rail Corporation, Owner, and that the same is a true and accurate copy of the original Bill of Sale relating to said lease.

Subscribed and sworn to
before me this
17th day of March, 2004

Susan Grokulskey
NOTARY PUBLIC

